

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW JERSEY)
) ss:
COUNTY OF ESSEX)

I, Michael A. Guariglia, being duly sworn, deposes and says:

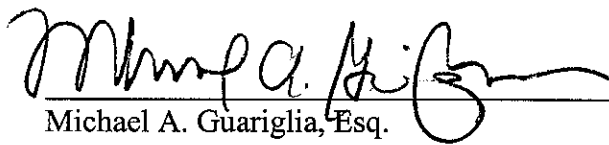
1. I am a principal of McCarter & English, LLP ("McCarter & English") which firm maintains offices at 1735 Market Street, Suite 700, Philadelphia, PA 19103.
2. Neither I, McCarter & English, nor any partner, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtor"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. McCarter & English, has represented and advised the Debtors in state tax matters with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and McCarter & English has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and McCarter & English proposes, to render the following services to the Debtors:

Legal services regarding state tax issues.
5. McCarter & English's current fee arrangement is on a billable hour basis.
6. Except as set forth herein, no promises have been received by McCarter & English or any partner, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the


Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. McCarter & English has no agreement with any entity to share with such entity any compensation received by McCarter & English.
8. McCarter & English and its partners, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. McCarter & English does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, McCarter & English, nor any partner, or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which McCarter & English is to be engaged.
10. The foregoing constitutes the statement of McCarter & English pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


Michael A. Guariglia, Esq.
A Member of the Firm

Subscribed and sworn before me
this 16 day of February, 2006


Notary Public

MARY BANASIAK
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 10/31/2010

CERTIFICATE OF SERVICE

David J. Shipley, Esq., Attorney, hereby certifies that on March 9, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022
U.S.A.


Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017
U.S.A.

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017
U.S.A.

Dated: March 9, 2006


David J. Shipley, Esq.
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